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DIAZ & ASSOCIATES, INC.
ACCOUNTANTS
OCEAN BANK BUILDING
780 N.W. 42ND AVENUE, STE. 422
MIAMI, FLORIDA 33126

FILED STATE
SECRETARY OF CORPORATIONS
01 MAY 29 PM 2:55

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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Amend

V. SHEPARD JUN 7 2001

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EASTERN FINANCIAL SERVICE, INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

A. Article VI has been amended in its' totality to read as follows:

ARTICLE VI
STOCKHOLDERS

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase is pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

The private property of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its' stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

The corporation shall indemnify any officer or director an any former officer or director, to the fullest extent permitted by law whether now existing or hereafter enacted, including the cost of any judgments, fines, settlements and council fees paid or incurred in connection with any action or suit proceeding to which any such person may be a part by reason of his alleged acts, while being a director, officer or employee of the corporation.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of , such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may b pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so

director of this corporation who is also a director or an officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract of transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

B. Article IX has been amended as follows;

The corporation shall have initially four directors. The number of Directors may be increased or decreased from time to time by decision of the shareholders as specified by the bylaws.

The name and address of the initial directors of this corporation are:


Sergio Foschini	12855 SW 136th Ave., Ste 218	Director, President
Eduardo Ferrer	12855 SW 136th Ave., Ste 218	Director, Vice-President
Julio Reyes	12855 SW 136th Ave., Ste 218	Director, Vice-President
Melba Silva	8121 SW 189 Street	Director, Secretary

SECOND: These articles of amendments were adopted and approved by the vote cast by 100% of the authorized and outstanding shares of the corporation, at the meeting held on May 15, 2001.


THIRD: Signed this 21st day of May, 2001 by the following stockholders present;



Sergio Foschini - President



Eduardo Ferrer - Vice President



Melba Silva - Secretary